

RECORDATION NO. 18635-A-B
FILED 1425

DONELAN, CLEARY, WOOD & MASER, P. C. JUN 2 8 1994 -11 10 AM

ATTORNEYS AND COUNSELORS AT LAW
SUITE 850

1275 K STREET, N. W.
WASHINGTON, D. C. 20005-4078

TELEPHONE: (202) 371-9500
TELECOPIER: (202) 371-0900

INTERSTATE COMMISSION

June 15, 1994

Recordation Nos. 18635-A and -B

Dear Mr. Strickland:

On behalf of BOT Financial Corporation, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of two secondary documents, not previously recorded.

1. The first one (to be recorded under 18635-A) is entitled Assignment of Lease, ("Assignment") dated as of December 30, 1993 and the parties are:

BOT Financial Corporation
125 Summer Street
Boston, MA 02110

- ASSIGNOR

Residual Based Finance Corporation
Suite 1240
3 First National Plaza
Chicago, IL 60602

- ASSIGNEE

The said Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in that certain Memorandum of Lease of Railroad Equipment and related Lease, the said Memorandum of Lease of Railroad Equipment recorded under Recordation No. 18635, and the Assignment should be recorded as "-A" under the same Recordation No.

The equipment covered by the instant Assignment is the equipment covered in the above-mentioned Memorandum of Lease of Railroad Equipment.

A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of Lessor's interest in above Memorandum of Lease
of Railroad Equipment and related Lease"

Please index separately the name of the above-mentioned Assignee in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

Index under Residual Based Finance Corporation saying, "See Recordation No. 18635-A."

2. The second secondary document (to be recorded under 18635-B) is entitled Omnibus Amendment No. 1 ("Amendment") dated as of March 1, 1994 and the parties are:

Counterpart - G.H. of 12/30/93

\$36.00 filing fees

DONELAN, CLEARY, WOOD & MASER, P. C.

Letter to Mr. Strickland

June 28, 1994

Page 2

Residual Based Finance Corporation - LESSOR
(successor Lessor by assignment from
BOT Financial Corporation)
Suite 1240
Three First National Plaza
Chicago, IL 60602

Bangor and Aroostook Railroad Company - LESSEE
Northern Maine Junction Park RRZ
Box 45
Bangor, Maine 04401-9202

BOT Financial Corporation - ORIGINAL LESSOR
125 Summer Street
Boston, MA 02119

The said Assignment, among other things, acts to exclude from the Memorandum of Lease of Railroad Equipment recorded under Recordation No. 18635 one unit identified in Schedule A thereto as BAR 4644, a/k/a IHRC 6022, CHTT 100116 and IC 553304 and the Amendment should be recorded as "-B" under the same Recordation No.

The equipment covered by the instant Amendment is as identified as BAR 4644, a/k/a IHRC 6022, CHTT 100116 and IC 553304.

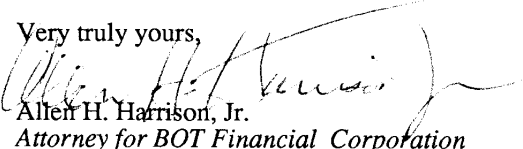
A short summary of the Amendment to appear in the ICC Index is as follows:

"Excludes BAR 4644"

Enclosed is a check in the amount of thirty six dollars (\$36.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for BOT Financial Corporation
for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8355 -020

Interstate Commerce Commission
Washington, D.C. 20423

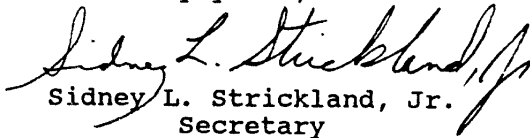
OFFICE OF THE SECRETARY

Donelan, Cleary, Wood & Maser, P.C.
Suite 850
1275 K Street, N.W.
Washington, D.C. 20005-4078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6-28-94 at 11:10 AM , and assigned recordation number(s). 18635 A & B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

INTERSTATE COMMERCE COMMISSION

FEE RECEIPT

TO: Allen H. Harrison
DATE: 6-28-94

RECORDATION NO. 11625-A-B FILED 1425

JUN 28 1994 -11 10 AM

INTERSTATE COMMERCE COMMISSION

\$ 18.00

The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Betty Lyle

18635-A

RECORDATION NO. 18635 ^A FILED 1425

JUN 27 1994 - 11 12 AM

ASSIGNMENT OF LEASE

INTERSTATE COMMERCE COMMISSION

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, BOT Financial Corporation, a Delaware corporation (the "Assignor"), hereby sells, assigns, transfers and sets over unto RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (the "Assignee"), all of its right, title and interest in and to that certain Lease and Memorandum of Lease, each dated as of May 10, 1993, between Assignor, lessor thereunder, and Bangor and Aroostook Railroad Company, a Maine corporation (the "Lessee"), as lessee thereunder (hereinafter respectively referred to as the "Lease" and the "Memorandum of Lease"). The Lease pertains to the railcars set forth on Schedule A attached to the Memorandum of Lease. The Memorandum of Lease was recorded with the Interstate Commerce Commission on December 30, 1993 at 12:55 p.m. as recordation number 18635.

Except as otherwise specifically set forth herein or in the Purchase Agreement dated as of December 30, 1993 between Assignor and Assignee, the assignment set forth herein is made without warranty or representation of any kind or type whatsoever. The rights and remedies of the parties hereto are subject in all respects to the terms of such Purchase Agreement.

Assignor hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

This instrument may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date written below.

Dated as of: December 30, 1993

BOT Financial Corporation

By: David A. Muehan mm
Title: Senior Vice President

Accepted as of December 30, 1993:

RESIDUAL BASED FINANCE CORPORATION

By: 

Title: president

COMMONWEALTH OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

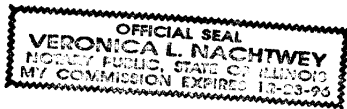
On this 22nd day of June, 1994, before me personally appeared David A. Meehan, to me personally known, who, being by me duly sworn, says that (s)he is Senior Vice President of BOT Financial Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mark G. Nelson
Notary Public

My commission expires July 1, 1999

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 27th day of June, 1994, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Veronica L. Nachtwey
Notary Public

My commission expires 12/23/96.